FORM D

SEC Mail Processing SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

AUG 0 7 2008

FORM D

Washington, DC

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

OMB Number:

3235-0076

April 30, 2008 Expires: Estimated average burden hours per

SEC USE ONLY

response16.00

Prefb

Serial

DATE RECEIVED

UNIFORM LIMITED OFFERING EXEMP	TION
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Citadel Village Apartments, LLC Units of Limited Liability Company Membership Interests	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4	4(6) ULOE
Type of Filing: ⊠ New Filing ☐ Amendment	
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Citadel Village Apartments, LLC	08057609
Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Hamilton Zanze & Company, 37 Graham Avenue, Suite 200B, P.O. Box 29454, San Francisco, CA 94129	Telephone Number (Including Area Code) (415) 561-6800
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same	Telephone Number (Including Area Code) () Same-
Brief Description of Business To acquire undivided tenant-in-common interests in a property and sell LLC units in the LLC unit	t Sponsor
Type of Business Organization corporation	lease specify): limited liability company
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual Estimated CESSED
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdictions)	AUG 13 2000
GENERAL INSTRUCTIONS	THOMSON REUTERS

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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c/o Hamilton Zan	ze & Com	pany, 37 Grabai	n Avenue, Suite 200B, I	P.O. Box 29454, San Fra	ncisco, CA 941	29	
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2.			• •		_		individual? .					\$ <u>100,</u> (000*
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3.	Does	the offerin	g permit joi	nt ownership	of a single	unit?	•••••		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			🛛	
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING FRICE, NUMBER OF INVESTORS, EXTENSES AND	DOE OF TROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$0	\$0
	Equity	\$0	\$0
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$0	\$0
	Partnership Interests	\$0	\$0
	Other (Specify) Units of limited liability company membership interests	\$106,775	\$106,775
	Total	\$106,775	\$106,775
	1041	\$100,775	φ100(//C
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	4	\$106,775
	Non-accredited Investors	N/A	N/A
	Total (for filings under Rule 504 only)	N/A	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	- 40 V	P.W. Assess
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	N/A	\$ N/A
	Regulation A	N/A	\$ N/A
	Rule 504	N/A	\$ N/A
	Total	N/A	\$ N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		<u>\$0</u>
	Printing and Engraving Costs		\$0
	Legal Fees		\$0
	Accounting Fees	_	\$0
	Engineering Fees.	-	\$0
	Sales Commissions (specify finders' fees separately)		\$0
	Other Expenses (identify)	_	\$0
	T1		\$0

Salaries and fees	be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments 10 Officers, Directors, & Payments 10 Officers, Directors, & Affiliates Salaries and fees. 50 50 50 Purchase of real estate. 50 50 Purchase of real estate. 50 50 Purchase, rental or leasing and installation of machinery and equipment. 50 50 Acquisition or leasing of plant buildings and facilities 50 50 Acquisition of other businesses (including the value of securities involved in this Offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). 50 50 Repayment of indebtedness 50 50 Working capital 50 50 Other (specify) purchase of interests in Citadel Village Sponsor, LLC D. FEDERAL SIGNATURE issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature stitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnish state of the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnish state of Signet (Print or Type) Title of Signet (Print or Type) Title of Signet (Print or Type) Title of Signet (Print or Type)			egate offering price given in response to Part C ed in response to Part C - Question 4.a. This eds to the issuer."			\$ <u>. 1</u>	06,775
Salaries and fees	Salaries and fees	5.	be used for each of the purposes shown. If furnish an estimate and check the box to the listed must equal the adjusted gross proceeds	he amount for any purpose is not known, left of the estimate. The total of the payments				
Purchase of real estate	Purchase of real estate					Officers, Directors, &		Payments To Others
Purchase, rental or leasing and installation of machinery and equipment.	Purchase, rental or leasing and installation of machinery and equipment.		Salaries and fees		. 🗆	\$0	_ 🗖	\$0
Construction or leasing of plant buildings and facilities	Construction or leasing of plant buildings and facilities		Purchase of real estate		. 🗖	\$0	_ 🗆	\$0
Acquisition of other businesses (including the value of securities involved in this Offering that may be used in exchange for the assets or securities of another Issuer pursuant to a merger). Repayment of indebtedness. Working capital. Other (specify) purchase of interests in Citadel Village Sponsor, LLC Solution Totals Total Payments Listed (column totals added). D. FEDERAL SIGNATURE Issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature intuities an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished in the company of the company of the information furnished in the company of	Acquisition of other businesses (including the value of securities involved in this Offering that may be used in exchange for the assets or securities of another Issuer pursuant to a merger)		Purchase, rental or leasing and installation of	machinery and equipment	. 🗆	\$0		<u>\$0</u>
Offering that may be used in exchange for the assets or securities of another Issuer pursuant to a merger)	Offering that may be used in exchange for the assets or securities of another Issuer pursuant to a merger). Repayment of indebtedness. Working capital. Other (specify) purchase of interests in Citadel Village Sponsor, LLC Solution Totals. Total Payments Listed (column totals added). D. FEDERAL SIGNATURE Issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature titutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnish sever to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Ter (Print or Type) del Village Apartments, LLC Title of Signet (Print or Type) Title of Signet (Print or Type)		Construction or leasing of plant buildings and	facilities	. 🗆	\$0		<u>\$0</u>
Repayment of indebtedness	Repayment of indebtedness		Acquisition of other businesses (including the Offering that may be used in exchange for the	value of securities involved in this e assets or securities of another		en.	_	¢0
Other (specify) purchase of interests in Citadel Village Sponsor, LLC Solution Sol	Working capital		_			-		-
Other (specify) purchase of interests in Citadel Village Sponsor, LLC S. 106,775 \$0 Column Totals S. 106,775 \$0 Total Payments Listed (column totals added) S. 206,775 D. FEDERAL SIGNATURE	Other (specify) purchase of interests in Citadel Village Sponsor, LLC S. 106.775 \$0		• •		_	-		
Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Title of Signer (Print or Type)	Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature titutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnish sesuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Ter (Print or Type) del Village Apartments, LLC e of Signer (Print or Type) Title of Signet (Print or Type)				. 🗆	\$0	_ 🗆	\$0
Column Totals	Column Totals		Other (specify) <u>purchase of interests in Cit</u>	idel Village Sponsor, LLC				
Column Totals	Column Totals				×	\$ 106.775		\$0
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature titutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnishes suer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Exer (Print or Type) Get Village Apartments, LLC Title of Signet (Print or Type) Title of Signet (Print or Type)	D. FEDERAL SIGNATURE issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature titutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnish sesuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Exer (Print or Type) Get Village Apartments, LLC Title of Signet (Print or Type) Title of Signet (Print or Type)		Column Totals		. 🛛	\$ <u>106,775</u>		\$0
issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature titutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished and investor pursuant to paragraph (b)(2) of Rule 502. Ter (Print or Type) Get Village Apartments, LLC Title of Signet (Print or Type) Title of Signet (Print or Type)	issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature titutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnish ssuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Ter (Print or Type) Gignature Date 8/1/08 Title of Signet (Print or Type)		Total Payments Listed (column totals added)				<u>75'</u>	
titutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Date Village Apartments, LLC Title of Signet (Print of Type) Title of Signet (Print of Type)	tritutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnish ssuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Per (Print or Type) Date			D. FEDERAL SIGNATURE			-	
del Village Apartments, LLC e of Signer (Print or Type) Title of Signet (Print or Type) E CEO	del Village Apartments, LLC le of Signer (Print or Type) Title of Signet (Print of Type) Figure 1	issu	es an undertaking by the issuer to furnish to the r to any non-accredited investor pursuant to p	e U.S. Securities and Exchange Commission, upo aragraph (b)(2) of Rule 502.		en request of its staff	, the info	
CEO	CEO	titut ssue	••	Ingrature Olices	u			1 8,
Manager LLC the Managing Member	Manager, LLC, the Managing Member	titut ssue er (F del				9		f Citadel Village
Manager, ELC, the Managing Member		titut ssue er (F del	Signer (Print or Type)	660	oany Se	ole Member and Ma	nager o	
		titut ssue er (F del e of	Signer (Print or Type)	CFO of Hamilton Zanze & Comp	oany Se	ole Member and Ma	nager o	
		titut ssue er (F del e of	Signer (Print or Type)	CFO of Hamilton Zanze & Comp	oany S	ole Member and Ma	nager o	
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		r (F	Signer (Print or Type)	CFO of Hamilton Zanze & Comp	oany S	ole Member and Ma	nager o	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1. Is any party described in 17 CFR-230.262 prese provisions of such rule?	ontly subject to any of the disqualification Yes No
	See Appendix, Column 5, for state response.
2. The undersigned issuer hereby undertakes to fi D (17 CFR 239.500) at such times as required by s	urnish to any state administrator of any state in which this notice is filed, a notice on Form state law.
3. The undersigned issuer hereby undertakes to fi issuer to offerees.	urnish to the state administrators, upon written request, information furnished by the
	er is familiar with the conditions that must be satisfied to be entitled to the Uniform in which this notice is filed and understands that the issuer claiming the availability of these conditions have been satisfied.
The issuer has read this notification and knows the authorized person-	contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly
Issuer (Print or Type) Citadel Village Apartments, LLC	Signature 8/1/08
Name (Print or Type)	Title (Print of Type)
Mark Hamilton	CEO of Hamilton Zanze & Company Sole Member and Manager of Citadel Village Manager, LLC, the Managing Member

E. STATE SIGNATURE

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				APPENDIX					
1	Intend : non-ac investor	to sell to credited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pure	investor and chased in State C-Item 2)		Disqual under St (if yes explan waiver	5 lification ate ULOE , attach ation of granted) -Item 1)
State	Yes	No	Units of Limited Liability Company Membership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK		ļ <u></u>						<u> </u>	
AZ		<u> </u>			<u> </u>			ļ	
AR	ļ <u></u>					ļ.			
CA		X	\$106,775	4	\$106,775	0	0		-
со									
CT						<u> </u>		 	
DE									
DC									
FL									
GA						 		<u> </u>	
HI	ļ						<u> </u>		
ID	 				<u></u>				
IL			1		 		<u> </u>		
IN	<u> </u>				 				
IA							_	1	
KS								<u> </u>	
KY	<u> </u>								<u> </u>
LA									
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MD	<u> </u>				_			 	
MA		-			_	<u> </u>		 	
MI							<u> </u>	 	
MN MS									
MO							-		
MO	1	<u> </u>		Ļ <u></u>	J	1	1	<u> </u>	<u> </u>

				APPENDIX			-		
	non-acc	o sell to credited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	investor and chased in State C-Item 2)		Disqual under Sta (if yes explan waiver	fification ate ULOE, attach ation of granted)
State	Yes	No	Units of Limited Liability Company Membership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT								,	
NE									
NV									
NH									
NJ									
NM				·					
NY									
NC									
ND					,				
ОН									
ОК									
OR									
PA									
RI									
SC									
SD									
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UT									
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VA									
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